

MCCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW

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AREA CODE 412

TELEPHONE 566-1818

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BERNARD J. BERCIAK, JR.

RECORDATION NO

16378

FILED 1423

JOHN A. McCANN
1891-1972

FACSIMILE:
(412) 566-1817

JUN 12 1989 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

June 5, 1989

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are two (2) executed copies of a Bill of Sale dated as of June 2, 1989.

A general description of the railroad equipment covered by by the enclosed document is:

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
	4300 cubic foot capacity,	55	CRL 1002
	100 ton truck capacity		1115-1168,
	Aluminum/Steel Bethgon		inclusive
	Coalporter cars		

The names and addresses of the parties to the enclosed document are:

BUYER: Westinghouse Credit Corporation
One Oxford Centre
Pittsburgh, PA 15219

SELLER: Bethlehem Steel Corporation
Bethlehem, PA 18016

A fee of \$ 13.00 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

Bill of Sale from Bethlehem Steel Corporation to Westinghouse Credit Corporation dated June 2, 1989 covering

JUN 12 1 03 PM '89
RECORDATION UNIT


Handwritten signature: C. D. [illegible]

fifty-five (55) railroad cars, numbered CRL 1002 and 1115-1168, inclusive.

You are hereby authorized to deliver one copy of the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

McCANN, GARLAND, RIDALL & BURKE

By


Michael J. Woodring

Enclosure

07LT31/75
6289-1550

Interstate Commerce Commission
Washington, D.C. 20423

6/12/89

OFFICE OF THE SECRETARY

Michael J. Woodring
McCann, Garland Ridall & Burke
309 Smithfield Street
Pittsburgh, PA. 15222

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/12/89 at 1:15pm, and assigned recordation number(s). 16378

Sincerely yours,

Narta L. McEneaney
Secretary

Enclosure(s)

Bethlehem Steel Corporation

BETHLEHEM, PA 18016



16378

RECORDATION NO _____ FILED 1433

JUN 12 1989 -1 15 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

BETHLEHEM STEEL CORPORATION, (hereinafter called the "Builder") in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration to it paid, the receipt of which is hereby acknowledged, in full payment for the railroad equipment hereinafter specified, does hereby sell, assign, transfer and set over to Westinghouse Credit Corporation (hereinafter called the "Company"), all right, title and interest of the Builder in the equipment specified in Schedule A attached hereto, all of which equipment has been delivered by the Builder to the Company pursuant to the terms of that certain Agreement (hereinafter called the "Agreement") dated as of April 17, 1989, between the Builder and the Company.

And the Builder hereby warrants to the Company that at the time of delivery of each unit of the equipment to the Company the Builder had legal title to such unit, free from all liens, claims and encumbrances.

IN WITNESS WHEREOF, the Builder has caused this instrument to be signed by a duly authorized officer and its corporate seal to be hereunto affixed, duly attested, this 2nd day of June, 1989.

BETHLEHEM STEEL CORPORATION

By A. M. Weller
A. M. Weller
Vice President and Treasurer

Attest:

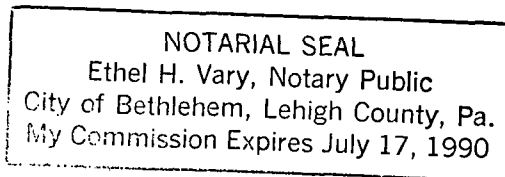
R. J. [Signature]
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF LEHIGH)

On this 2nd day of June, 1989, before me,
personally appeared A. M. Weller, to me personally
known, who being by me duly sworn, says that he is a Vice President and
Treasurer of Bethlehem Steel Corporation, that the seal
affixed to the foregoing instrument is the corporate seal of
said corporation, that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of
Directors; and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

Ethel H. Vary
Notary Public

CLAW.SJS23.C545



SCHEDULE A TO BILL OF SALE
FROM BETHLEHEM STEEL CORPORATION TO
WESTINGHOUSE CREDIT CORPORATION

Description of Railroad Equipment referred to in the
foregoing Bill of Sale:

<u>Number of Units</u>	<u>Description of Equipment</u>	<u>Individual Numbers</u>
55	Aluminum/Steel Bethgon Coalporter Cars	CRL 1002 CRL 1115-1168, inclusive

CLAW.SJS23.C546